

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

---

In re: )  
COMPUTE NORTH HOLDINGS, INC., *et al.*,<sup>1</sup> ) Chapter 11  
Debtors. ) Case No. 22-90273 (MI)  
 ) (Jointly Administered)  
)

---

**AGENDA FOR HEARING ON MOTIONS SCHEDULED FOR OCTOBER 21, 2022  
AT 1:30 P.M. (PREVAILING CENTRAL TIME), BEFORE JUDGE ISGUR AT  
THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT  
OF TEXAS, AT COURTROOM 404, 515 RUSK STREET, HOUSTON, TEXAS 77002**

---

**I. Matters Going Forward.**

1. **Bidding Procedures Motion.** *Debtors' Emergency Motion for Entry of (I) an Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Free and Clear of All Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(H) and 6006(D) [Docket No. 91].*

**Related Documents.**

- A. **First Day Declaration.** *Declaration of Harold Coulby, Corporate Treasurer & Interim Chief Financial Officer of the Debtors, in Support of the Chapter 11 Petitions and First Day Pleadings [Docket No. 22].*

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors' service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

- B. **Hamilton Declaration.** *Declaration of Ryan Hamilton in Support of Debtors' Bidding Procedures Motion* [Docket No. 145].
- C. **Revised Proposed Order (Initial Sale Procedures).** *Notice of Filing of Revised Proposed Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Assumption and Assignment Procedures and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter Into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a further Hearing on the Approval of the Debtors' Proposed Bidding Procedures, Rejection Procedures, and Related Relief* [Docket No. 173].
- D. **Initial Sale Procedures Order.** *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Rejection Procedures and Certain Assumption and Assignment Procedures and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Further Hearing on the Approval of the Debtors' Proposed Bidding Procedures and Related Relief* [Docket No. 191].

**Responses.**

- A. **Sphere 3D Limited Objection.** *Limited Objection and Reservation of Rights of Sphere 3D Corp. in Connection with the Debtors' Proposed Sale of Assets and Potential Assumption and Assignment of Executory Contracts* [Docket No. 136]
- B. **TZ Capital Holdings Limited Objection.** *TZ Capital's Limited Objection to, and Reservation of Rights Regarding, the Debtors' Emergency Motion for Entry of (I) an Order (A) Approving de Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter Into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(h) and 6006(d)* [Docket No. 150].
- C. **Marathon Digital Objection.** *Objection and Reservation of Rights of Marathon Digital Holdings, Inc. to and Regarding Debtors' Emergency Motion for Entry of (I) an Order (A) Approving de Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice*

*Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Free and Clear of All Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(h) and 6006(d) [Docket No. 152].*

- D. Committee Limited Objection.** *Official Committee of Unsecured Creditors' Limited Objection and Reservation of Rights in Connection with the Debtors' Proposed Bidding Procedures and Sale of Assets* [Docket No. 158].
- E. Generate Limited Objection.** *Generate Lending, LLC's Limited Objection and Reservation of Rights to the Debtors' Emergency Motion for Entry of the Bidding Procedures/De Minimis Asset Sale Order* [Docket No. 164].

**Status:** This matter is going forward.

*[Remainder of Page Intentionally Left Blank]*

Dated: October 20, 2022  
Houston, Texas

/s/ James T. Grogan III

**PAUL HASTINGS LLP**

James T. Grogan III (TX Bar No. 24027354)  
600 Travis Street, 58th Floor  
Houston, Texas 77002  
Telephone: (713) 860-7300  
Facsimile: (713) 353-3100  
Email: [jamesgrogan@paulhastings.com](mailto:jamesgrogan@paulhastings.com)

-and-

Luc Despins (admitted *pro hac vice*)  
Sayan Bhattacharyya(admitted *pro hac vice*)  
Daniel Ginsberg (admitted *pro hac vice*)  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 318-6000  
Facsimile: (212) 319-4090  
Email: [lucdespins@paulhastings.com](mailto:lucdespins@paulhastings.com)  
[sayanbhattacharyya@paulhastings.com](mailto:sayanbhattacharyya@paulhastings.com)  
[danielginsberg@paulhastings.com](mailto:danielginsberg@paulhastings.com)

-and-

Matthew Micheli (admitted *pro hac vice*)  
Michael Jones (admitted *pro hac vice*)  
71 South Wacker Drive, Suite 4500  
Chicago, Illinois 60606  
Telephone: (312) 499-6000  
Facsimile: (312) 499-6100  
Email: [mattmicheli@paulhastings.com](mailto:mattmicheli@paulhastings.com)  
[michaeljones@paulhastings.com](mailto:michaeljones@paulhastings.com)

*Proposed Counsel to the Debtors and Debtors in Possession*

**Certificate of Service**

I certify that on October 20, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ James T. Grogan III

James T. Grogan III